

MICROSOFT, INC. 9519705



# Secretary of State

## Corporations Division

Suite 315, West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9519705  
EFFECTIVE DATE: 06/29/1995  
COUNTY : FULTON  
REFERENCE : 0069  
PRINT DATE : 06/30/1995  
FORM NUMBER : 0311

CT CORPORATION SYSTEM  
RUDENE REMBERT  
1201 PEACHTREE STREET, NE  
ATLANTA, GA 30361

### CERTIFICATE OF INCORPORATION

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

#### IW ACQUISITION CORP.

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



*Max Cleland*  
MAX CLELAND  
SECRETARY OF STATE

# ARTICLES OF INCORPORATION

OF

TW ACQUISITION CORP.

I.

The name of the corporation is TW ACQUISITION CORP..

II.

The number of shares the corporation is authorized to issue is one million (1,000,000).

III.

The street address of the initial registered office of the corporation is 645 Hembree Pkwy., Suite J, Roswell, Fulton County, GA 30076 and the initial registered agent of the corporation at such address is J. Thomas Woolsey.

IV.

The name and address of each incorporator is:

Name

Address

A. Siebert

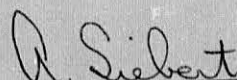
811 Dallas Avenue, Houston, Texas 77002

V.

The mailing address of the initial principal office of the corporation is c/o Microsouth, Inc., 645 Hembree Pkwy., Suite J, Roswell, Georgia 30076.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

June 28, 1995

  
A. Siebert

(GA - 1593 - 5/12/92)

SECRETARY OF STATE  
JUN 29 4 01 PM '95  
BSR (1)





MAX CLELAND  
Secretary of State  
State of Georgia

BUSINESS SERVICES AND REGULATION

Suite 315, West Tower  
2 Martin Luther King Jr. Drive  
Atlanta, Georgia 30334-1530  
(404) 656-2817

J. F. GULLION  
Director

TRANSMITTAL INFORMATION FOR GEORGIA  
PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # <u>95810015</u>	PENDING CONTROL # <u>P107632</u>	CONTROL # <u>9519705</u>
Docket Code <u>311</u>	Corporation Type <u>DP</u>	
Date Filed <u>6/29/95</u>	Amount Received \$ <u>160.00</u>	Check/Receipt # _____
Jurisdiction (County) Code <u>60</u>		
Examiner <u>609</u>	Date Completed <u>6/30/95</u>	

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.  
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1. <u>951810013</u> Corporate Name Reservation Number	
<u>TW ACQUISITION CORP.</u> Corporate Name (exactly as appears on name reservation)	
2. <u>A. Siebert, c/o C T Corporation System</u> Applicant/Attorney <u>811 Dallas Avenue</u> Address <u>Houston</u> City	<u>800-324-0754</u> Telephone Number <u>77002</u> Zip Code <u>Texas</u> State

3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)

1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)
2. ORIGINAL ARTICLES OF INCORPORATION
3. ONE COPY OF ARTICLES OF INCORPORATION

I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Intent to Incorporate and a publishing fee of \$40.00 has been mailed or delivered to the authorized newspaper as required by law.

A. Siebert  
Authorized Signature

June 28, 1995  
Date



EXPEDITE REQUEST

NAME OF ENTITY (CORPORATION, LIMITED PARTNERSHIP, LIMITED LIABILITY)

Tw Acquisition Corp.

DOCUMENTS BEING EXPEDITED:

Incorporation

NAME :

Anderson

ADDRESS :

CT

TELEPHONE: \_\_\_\_\_

AMOUNT ENCLOSED:

my 30716-60<sup>00</sup> my 30717-1000

SIGNATURE: \_\_\_\_\_

DATE: \_\_\_\_\_

BSR (1)

JUN 29 4 01 PM '95

SECRETARY OF STATE

## Secretary of State

Corporations Division

Suite 315, West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1538

DOCKET NUMBER : 952090154  
CONTROL NUMBER: 9519705  
EFFECTIVE DATE: 07/27/1995  
REFERENCE : 0091  
PRINT DATE : 07/28/1995  
FORM NUMBER : 412

C T CORPORATION SYSTEM  
RUDENE REMBERT  
1201 PEACHTREE STREET, N.E.  
ATLANTA, GA 30361

### CERTIFICATE OF MERGER AND NAME CHANGE

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of said filing.

**Surviving Entity:**

TW ACQUISITION CORP., A GEORGIA CORPORATION

Changing its name to:  
MICROSOUTH, INC.

**Nonsurviving Entity/Entities:**

MICROSOUTH, INC., A GEORGIA CORPORATION



*Max Cleland*  
MAX CLELAND  
SECRETARY OF STATE



9579705  
958090154

ARTICLES OF MERGER  
OF DOMESTIC CORPORATIONS

Pursuant to the provisions of Section 14-2-1104 of the Georgia Business Corporation Code, the undersigned corporation adopts the following Articles of Merger for the purpose of merging Microsouth, Inc., a Georgia corporation ("Microsouth") and wholly-owned subsidiary, into TW Acquisition Corp., a Georgia corporation ("TW Acquisition") and the parent corporation, in accordance with the provisions of Section 14-2-1105 of the Georgia Business Corporation Code.

1. A plan of merger, which was approved by the board of directors of TW Acquisition (the "Plan"), in the manner prescribed by Section 14-2-1105 of the Georgia Business Corporation Code, providing for the merger of a subsidiary into its parent which results in TW Acquisition being the surviving corporation and thereupon amending the Articles of Incorporation of TW Acquisition to change its name to "Microsouth, Inc.", is set forth in Exhibit "A", attached hereto and incorporated in this instrument.
2. In accordance with Section 14-2-1104(a) of the Georgia Business Corporation Code, shareholder approval of neither corporation to the merger is required.
3. Article I of the Articles of Incorporation of TW Acquisition Corp. shall be amended to changed its name to Microsouth, Inc.
4. In accordance with Section 14-2-1105.1 of the Georgia Business Corporation Code, a request for publication of notice of filing the articles or certificate of merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1.

DATED: July 28, 1995.

TW ACQUISITION CORP.

By: J. Thomas Woolsey  
J. Thomas Woolsey, President

BSR (1)  
JUL 27 3 48 PM '95

**PLAN OF MERGER of**  
**Microsouth, Inc., a Georgia corporation** 8412842  
**into**  
**TW ACQUISITION CORP., a Georgia Corporation** 9519705

**T**his Plan and Agreement of Merger between Microsouth, Inc., a Georgia corporation ("Microsouth"), and TW Acquisition Corp., a Georgia corporation, (sometimes referred to as "TW Acquisition" or "Surviving Corporation"). The parties to this Agreement are collectively referred to in this Agreement as the "Constituent Corporations."

WHEREAS, TW Acquisition is a corporation duly organized and existing under the laws of the State of Georgia, having been incorporated on June 29, 1995 and Microsouth is a corporation duly organized and existing under the laws of the State of Georgia, having been incorporated on September 1, 1983, and a wholly-owned subsidiary of TW Acquisition; and

WHEREAS, the total number of shares of stock which the Surviving Corporation is authorized to issue is ONE MILLION (1,000,000) shares of common stock, \$.10 par value; 1,000 shares of which are issued and outstanding; and

WHEREAS, the total number of shares of stock which Microsouth is authorized to issue is FOUR THOUSAND (4,000) shares of common stock, no par value; 3,000 shares of which are issued and outstanding; and

WHEREAS, the Board of Directors of TW Acquisition deem it advisable and in the best interests of said corporations to merge Microsouth into TW Acquisition pursuant to the laws of the State of Georgia, such transaction being called the Merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, representations, warranties, provisions, and covenants contained, the parties hereto hereby agree to the following plan of reorganization.

**ARTICLE 1**  
**PLAN OF MERGER**

1.01. A plan of merger, pursuant to the provisions of Sections 14-2-1104 and 14-2-1105 of the Georgia Business Corporation Act hereby is adopted as follows:

(a) The "Effective Time of the Merger" shall be the close of business on the day the Certificate of Merger shall have been issued by the Secretary of State of Georgia. At the Effective Time of the Merger the Constituent Corporations shall be a single corporation, which shall be TW Acquisition as the surviving corporation that will succeed to the business, operations and properties of Microsouth, to do business and be governed by the laws of the State of Georgia. The separate existence of Microsouth shall cease and the THREE THOUSAND (3,000) shares of Microsouth common stock owned by TW Acquisition will be canceled.

(b) At the Effective Time of the Merger, the Surviving Corporation shall thereupon and thereafter succeed, without other transfer, to all the rights, privileges, immunities, franchises, and property of Microsouth, and shall be taken and deemed to be



vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall also be subject to all the debts and liabilities of Microsouth in the same manner as if the Surviving Corporation had itself incurred the debts and liabilities. All rights of creditors and all liens on the property of Microsouth shall remain in force with respect to property affected by such liens immediately prior to the Merger. The Merger will not involve any change in the business or operations or of the management of the Constituent Corporations.

(c) The Articles of Incorporation and the Bylaws of the Surviving Corporation as existing at the Effective Time of the Merger shall be and constitute the Articles of Incorporation and Bylaws of the Surviving Corporation. The Board of Directors and the officers of the Surviving Corporation at the Effective Time of the Merger shall be and constitute the Board of Directors of the Surviving Corporation.

(d) The Articles of Incorporation of the Surviving Corporation shall be amended as set forth in the Articles of Merger to be filed with the Secretary of State of Georgia to change its name to Microsouth, Inc.

## ARTICLE 2

### TERMS, CONDITIONS, AND PROCEDURES PRIOR TO EFFECTIVE DATE

2.1. This Agreement in accordance with Section 14-2-1104 of the Georgia Business Corporation Act shall not be submitted for approval separately to the shareholders of the Constituent Corporations.

2.2. No action or proceeding by any governmental body or agency shall have been threatened, asserted, or instituted to restrain or prohibit the carrying out of the transactions contemplated by this Agreement.

2.3. All corporate and other proceedings and actions taken in connection with the transactions contemplated and all certificates, opinions, agreements, instruments, and documents shall be satisfactory in form and substance to counsel for the Surviving Corporation.

2.4. Pending consummation of the Merger, each of the Constituent Corporations will carry on its business in substantially the same manner as prior to the date of this Agreement and will use its best efforts to maintain its business organization intact, to retain its present employees, and to maintain its good will in relationships with customers and others transacting business with the corporation.

2.5 (a) If the Merger set forth in this Agreement is consummated, the Surviving Corporation shall pay all costs and expenses of the Merger.

(b) If the Merger set forth in this Agreement is not consummated, each party to this Agreement shall pay its own costs and expenses incident to the contemplated Merger.

## ARTICLE 3

### FURTHER ASSIGNMENT OR ASSURANCE

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in it the title to any property or rights of Microsouth, the proper officers and directors of Microsouth shall, and will execute

## ARTICLE 4 GENERAL PROVISIONS

Dated: July 25, 1995.

By: J. Thomas Woolsey  
J. Thomas Woolsey, President

By: J. Thomas Woolsey  
J. Thomas Woolsey, President



#### NOTICE OF MERGER

Notice is given that articles or a certificate of merger which will effect a merger by and between Microsouth, Inc., a Georgia corporation, into TW Acquisition Corp., a Georgia corporation, has been delivered to the Secretary of State for filing in accordance with the Georgia Business Corporation Code. The name of the surviving corporation in the merger is TW Acquisition Corp., a corporation incorporated in the State of Georgia. The registered office of such corporation is located at 645 Hambree Pkwy., Suite J, Roswell, GA 30078 and its registered agent at such address is J. Thomas Woolsey.

NR-952090149

EXPEDITE REQUEST

NAME OF ENTITY (CORPORATION, LIMITED PARTNERSHIP, LIMITED LIABILITY)

MicroSats, Inc. Int'l. TW Acquisition Corp.

DOCUMENTS BEING EXPEDITED:

Merger

NAME :

Rudolph Lambert

ADDRESS :

CT Corp

TELEPHONE: \_\_\_\_\_

AMOUNT ENCLOSED: \_\_\_\_\_

DU 56822 100 a

SIGNATURE: \_\_\_\_\_

DATE: \_\_\_\_\_





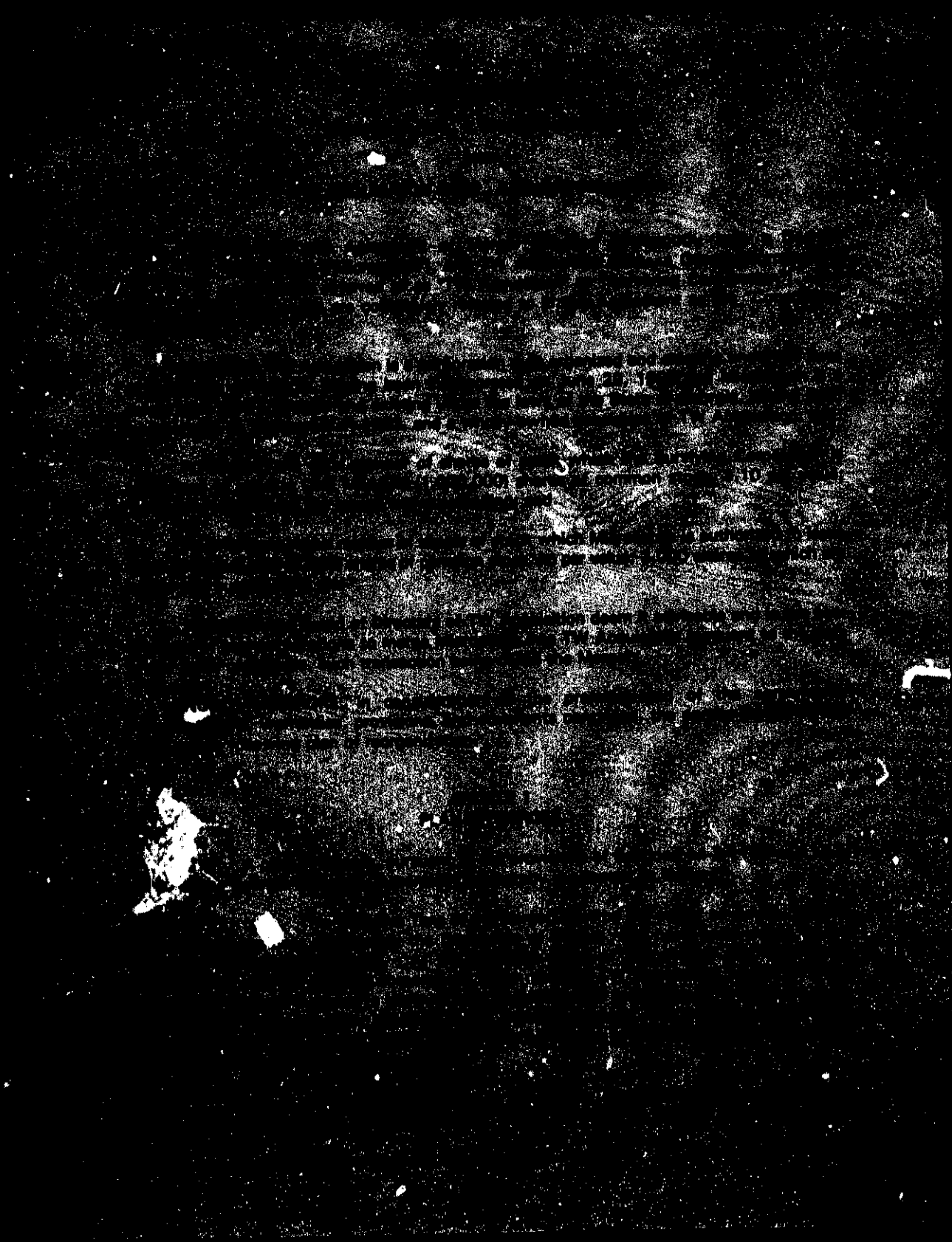
ARTICLE ONE

ARTICLE TWO

ARTICLE THREE

ARTICLE FOUR





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**ARTICLE 2**

**THE BOARD OF DIRECTORS AND ITS POWERS FROM THE EFFECTIVE DATE**

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